

TABLE OF CONTENTS

	<i>Page</i>
PRELIMINARY STATEMENT	1
FACTS	3
DISCUSSION	7
I. The Standards Governing Respondent's Motion to Dismiss are Settled	7
II. The Petition Raises a Sufficiently Substantial Federal Question to Establish this Court's Subject Matter Jurisdiction	8
III. The Award Should be Vacated on its Merits Under The Leading Second Circuit Cases Discussing Federal Common Law Contract Principles	14
IV. The February 21, 2007 Stipulation was not a Binding Agreement Under the Second Circuit's <u>Winston</u> and <u>Ciaramella</u> Decisions	17
CONCLUSION	20